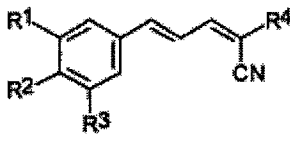


## I. Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application.

### Listing of Claims:

1. (Currently Amended) A compound of Formula I, or a salt, solvate, or hydrate thereof:



wherein

$R^1$  and  $R^2$  are each independently selected from H, OH,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ alkylCO<sub>2</sub>, NH<sub>2</sub>, NH- $C_{1-6}$ alkyl, N( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl),  $C_{1-6}$ alkyl(C=O)NH,  $C_{1-6}$ alkyl(C=O)N( $C_{1-6}$ alkyl), SH, S- $C_{1-6}$ alkyl, O-Si( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl), NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo, or  $R^1$  and  $R^2$  together represent O- $C_{1-6}$ alkyl-O, thereby forming a ring both OH or  $R^1$  and  $R^2$  are both OCH<sub>3</sub>;

$R^3$  is selected from H, OH,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ alkylCO<sub>2</sub>, NH<sub>2</sub>, NH- $C_{1-6}$ alkyl, N( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl),  $C_{1-6}$ alkyl(C=O)NH, or  $C_{1-6}$ alkyl(C=O)N( $C_{1-6}$ alkyl), SH, S- $C_{1-6}$ alkyl, O-Si( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl), NO<sub>2</sub>, halo and  $CH_2-S-(CH_2)_n-Ar$ ;

$R^4$  is selected from C(X)R<sup>5</sup>, SO<sub>3</sub>Ar, NH<sub>2</sub>, NH- $C_{1-6}$ alkyl, N( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl), P(O)(OH)<sub>2</sub>, P(O)(OC $C_{1-6}$ alkyl)<sub>2</sub>, and C(NH<sub>2</sub>)=C(CN)<sub>2</sub>;

X is selected from O, S, NH and N- $C_{1-6}$ alkyl;

$R^5$  is selected from NH<sub>2</sub>, OH, NH(CH<sub>2</sub>)<sub>p</sub>Ar, NH(CH<sub>2</sub>)<sub>p</sub>OH, (CH<sub>2</sub>)<sub>p</sub>OC $C_{1-6}$ alkyl,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, NHHNH<sub>2</sub>, NHC(O)NH<sub>2</sub>, NHC(O) $C_{1-6}$ alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from OH,  $C_{1-6}$ alkyl,  $C_{1-6}$ alkoxy, NH<sub>2</sub>, NH- $C_{1-6}$ alkyl, N( $C_{1-6}$ alkyl)( $C_{1-6}$ alkyl), SH, S- $C_{1-6}$ alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo;

n is 0 to 4; and

p is 1-4 ;

~~provided that at least one of  $R^1$ ,  $R^2$ , and  $R^3$  is selected from  $C_{1-6}$ alkylCO<sub>2</sub>,  $C_{1-6}$ alkyl(C=O)NH, or  $C_{1-6}$ alkyl(C=O)N( $C_{1-6}$ alkyl) or~~

~~R<sup>1</sup> and R<sup>2</sup> together represent O-C<sub>1-6</sub>alkyl-O, thereby forming a ring.~~

2-5. (Cancelled)

6. (Currently Amended) The compound according to claim 1, wherein R<sup>3</sup> is selected from ~~H, OH, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-4</sub>alkylCO<sub>2</sub>, NH<sub>2</sub>, NH-C<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)(C<sub>1-4</sub>alkyl), C<sub>1-4</sub>alkyl(C=O)NH, or C<sub>1-4</sub>alkyl(C=O)N(C<sub>1-4</sub>alkyl),~~ SH, S-C<sub>1-4</sub>alkyl, NO<sub>2</sub> and halo.

7. (Currently Amended) The compound according to claim 6, wherein R<sup>3</sup> is selected from ~~H, OH, OCH<sub>3</sub>, CH<sub>3</sub>CO<sub>2</sub>, SH, SMe, NO<sub>2</sub>, CH<sub>3</sub>CONH, or CH<sub>3</sub>CONCH<sub>3</sub>,~~ and halo.

8. (Cancelled)

9. (Previously Presented) The compound according to claim 1, wherein R<sup>4</sup> is selected from C(X)R<sup>5</sup> and C(NH<sub>2</sub>)=C(CN)<sub>2</sub>.

10. (Original) The compound according to claim 9, wherein R<sup>4</sup> is C(X)R<sup>5</sup>.

11. (Previously Presented) The compound according to claim 10, wherein X is selected from O and S.

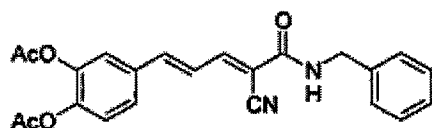
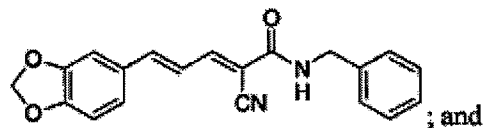
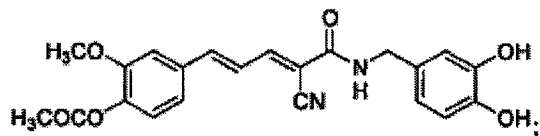
12. (Previously Presented) The compound according to claim 10, wherein R<sup>5</sup> is selected from NH<sub>2</sub>, OH, NH(CH<sub>2</sub>)<sub>p</sub>Ar, NH(CH<sub>2</sub>)<sub>p</sub>OH and C<sub>1-4</sub>alkoxy.

13. (Original) The compound according to claim 12, wherein p is 1-3.

14. (Currently Amended) The compound according to claim ~~13~~ 12, wherein R<sup>5</sup> is selected from NH<sub>2</sub>, OH, NH(CH<sub>2</sub>)<sub>p</sub>Ar, NH(CH<sub>2</sub>)<sub>p</sub>OH and OCH<sub>3</sub>.

15. (Original) The compound according to claim 14, wherein p is 1-2.
16. (Currently Amended) The compound according to claim 1, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents ~~optionally~~ independently selected from OH, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-6</sub>alkyl, N(C<sub>1-6</sub>alkyl)(C<sub>1-6</sub>alkyl), SH, S-C<sub>1-6</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.
17. (Currently Amended) The compound according to claim 14, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents ~~optionally~~ independently selected from OH, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-6</sub>alkyl, N(C<sub>1-6</sub>alkyl)(C<sub>1-6</sub>alkyl), SH, S-C<sub>1-6</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.
18. (Currently Amended) The compound according to any of claims 16 and 17, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents ~~optionally~~ independently selected from OH, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)(C<sub>1-4</sub>alkyl), SH, S-C<sub>1-4</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.
19. (Currently Amended) The compound according to claim 18, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents ~~optionally~~ independently selected from OH, OCH<sub>3</sub>, NH<sub>2</sub>, NHCH<sub>3</sub>, N(CH<sub>3</sub>)<sub>2</sub>, SH, SCH<sub>3</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.

20. (Previously Presented) A compound selected from:



21. (Currently Amended) A composition comprising a compound according to claim 1 or claim 38 in admixture with a pharmaceutically acceptable diluent or carrier.

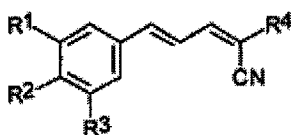
22-29 (Cancelled)

30. (Currently Amended - Withdrawn) A method of modulating cell proliferation comprising administering an effective amount of a compound capable of modulating cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

31. (Currently Amended - Withdrawn) A method of inhibiting cell proliferation comprising administering an effective amount of a compound capable of inhibiting cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

32. (Currently Amended - Withdrawn) A method of inhibiting cancer cell proliferation comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.

33. (Currently Amended - Withdrawn) A method of treating cancer comprising administering an effective amount of a compound capable of inhibiting cancer cell proliferation according to claim 1 or claim 38 or a composition according to claim 21 to a cell or animal in need thereof.
34. (Currently Amended - Withdrawn) A method according to claim 32 ~~or 33~~ wherein said cancer is a hematopoietic cell cancer.
35. (Currently Amended - Withdrawn) A method according to claim 32 ~~or 33~~ wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.
36. (Previously Presented - Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia, aggressive Philadelphia+ leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia,
37. (Previously Presented - Withdrawn) A method according to claim 35 wherein said leukemia is acute lymphoblastic leukemia.
38. (New) A compound of Formula I, or a salt, solvate, or hydrate thereof:



I

wherein

$R^1$  is  $OCH_3$  and  $R^2$  is  $OH$ ;

$R^3$  is selected from  $C_{1-6}alkylCO_2$ ,  $C_{1-6}alkyl(C=O)NH$ , or  $C_{1-6}alkyl(C=O)N(C_{1-6}alkyl)$ ;

$R^4$  is selected from  $C(X)R^5$ ,  $SO_3Ar$ ,  $NH_2$ ,  $NH-C_{1-6}alkyl$ ,  $N(C_{1-6}alkyl)(C_{1-6}alkyl)$ ,  $P(O)(OH)_2$ ,  $P(O)(OC_{1-6}alkyl)_2$ , and  $C(NH_2)=C(CN)_2$ ;

X is selected from O, S, NH and N- $C_{1-6}alkyl$ ;

$R^5$  is selected from  $NH_2$ ,  $OH$ ,  $NH(CH_2)_pAr$ ,  $NH(CH_2)_pOH$ ,  $(CH_2)_pOC_{1-6}alkyl$ ,  $C_{1-6}alkyl$ ,  $C_{1-6}alkoxy$ ,  $NHNH_2$ ,  $NHC(O)NH_2$ ,  $NHC(O)C_{1-6}alkoxy$ , N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents,

independently selected from OH, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-6</sub>alkyl, N(C<sub>1-6</sub>alkyl)(C<sub>1-6</sub>alkyl), SH, S-C<sub>1-6</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo; and  
p is 1-4.

39. (New) The compound according to claim 38, wherein R<sup>3</sup> is selected from C<sub>1-4</sub>alkylCO<sub>2</sub>, C<sub>1-4</sub>alkyl(C=O)NH, or C<sub>1-4</sub>alkyl(C=O)N(C<sub>1-4</sub>alkyl).

40. (New) The compound according to claim 39, wherein R<sup>3</sup> is selected from CH<sub>3</sub>CO<sub>2</sub>, CH<sub>3</sub>CONH, or CH<sub>3</sub>CONCH<sub>3</sub>.

41. (New) The compound according to claim 38, wherein R<sup>4</sup> is selected from C(X)R<sup>5</sup> and C(NH<sub>2</sub>)=C(CN)<sub>2</sub>.

42. (New) The compound according to claim 41, wherein R<sup>4</sup> is C(X)R<sup>5</sup>.

43. (New) The compound according to claim 42, wherein X is selected from O and S.

44. (New) The compound according to claim 42, wherein R<sup>5</sup> is selected from NH<sub>2</sub>, OH, NH(CH<sub>2</sub>)<sub>p</sub>Ar, NH(CH<sub>2</sub>)<sub>p</sub>OH and C<sub>1-4</sub>alkoxy.

45. (New) The compound according to claim 44, wherein p is 1-3.

46. (New) The compound according to claim 44, wherein R<sup>5</sup> is selected from NH<sub>2</sub>, OH, NH(CH<sub>2</sub>)<sub>p</sub>Ar, NH(CH<sub>2</sub>)<sub>p</sub>OH and OCH<sub>3</sub>.

47. (New) The compound according to claim 46, wherein p is 1-2.

48. (New) The compound according to claim 38, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents optionally selected from OH, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-6</sub>alkyl, N(C<sub>1-6</sub>alkyl)(C<sub>1-6</sub>alkyl), SH, S-C<sub>1-6</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.

49. (New) The compound according to claim 46, wherein Ar is an unsubstituted phenyl group or a phenyl group substituted with 1-4 substituents independently selected from OH, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-6</sub>alkyl, N(C<sub>1-6</sub>alkyl)(C<sub>1-6</sub>alkyl), SH, S-C<sub>1-6</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.

50. (New) The compound according to claim 48, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents independently selected from OH, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, NH<sub>2</sub>, NH-C<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)(C<sub>1-4</sub>alkyl), SH, S-C<sub>1-4</sub>alkyl, NO<sub>2</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.

51. (New) The compound according to claim 50, wherein Ar is an unsubstituted phenyl group or phenyl group substituted with 1-2 substituents independently selected from OH, OCH<sub>3</sub>, NH<sub>2</sub>, NHCH<sub>3</sub>, N(CH<sub>3</sub>)<sub>2</sub>, SH, SCH<sub>3</sub>, CF<sub>3</sub>, OCF<sub>3</sub> and halo.

52. (New - Withdrawn) A method according to claim 33 wherein said cancer is a hematopoietic cell cancer.

53. (New - Withdrawn) A method according to claim 33 wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.